

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, et al.,

Debtors.

Case No. 12-12020
(MG) Chapter 11
Jointly Administered

AFFIDAVIT OF DISINTERESTEDNESS

STATE OF VERMONT
COUNTY OF CALEDONIA ss:

Katherine M. Strickland, being duly sworn, upon her oath, deposes and says:

1. I am an attorney with Downs Rachlin Martin, PLLC, located at 90 Prospect Street, P.O. Box 99, Saint Johnsbury, Vermont 05819; 8 South Park Street, P.O. Box 191, Lebanon, New Hampshire 03766; 199 Main Street, P.O. Box 190, Burlington, VT 05401; 52 State Street, Montpelier, VT 05601; and 28 Vernon Street, Brattleboro, VT 05301 (the “Firm”).

2. The above-captioned debtors and debtors-in-possession (each a “Debtor” and collectively the “Debtors,”) have requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services.

3. The Firm may have performed services in the past, may currently perform services, and may perform services in the future, in matters unrelated to the above-captioned cases (the “Chapter 11 Cases”), for persons that are parties-in-interest in the Debtors’ Chapter 11 Cases. The Firm does not perform services for any such person in connection with these Chapter 11 Cases, or have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

4. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants, and parties in interest in these Chapter 11 Cases,

5. Neither I nor any attorney of, or professional employed by, the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees of the Firm.

6. Neither I nor any attorney or professional employed by, the Firm, insofar as I have been able to ascertain, holds, or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which this Firm is to be employed.

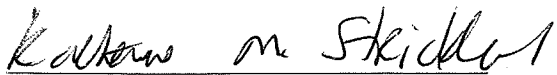
7. The Debtors owe the Firm \$4,010.50 for prepetition services, the payment of which is subject to limitations contained in the United States Bankruptcy Code, 11 U.S.C. § 101, et seq.

8. As of the Petition Date, the Firm was not a party to an agreement for indemnification with certain of the Debtors.

9. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on, September 17, 2012


KATHERINE M. STRICKLAND

Sworn to and subscribed before me
this 17th day of September, 2012

Susan Roy
Notary Public

My Commission Expires: 2/10/15

EXHIBIT 5

In re Residential Capital, LLC, et al.
Chapter 11 Case No. 12-12020 (MG)

RETENTION QUESTIONNAIRE¹

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY RESIDENTIAL CAPITAL,
LLC, et al. (the "Debtors")

THIS QUESTIONNAIRE WILL BE FILED WITH THE COURT ON YOUR BEHALF.
PLEASE REMIT IT TO THE FOLLOWING ADDRESS:

Morrison & Foerster LLP
1290 Avenue of the Americas
New York, New York 10104
Attn: Norman S. Rosenbaum and Jordan A. Wishnew

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate.
If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Downs Rachlin Martin, PLLC

90 Prospect St., P.O. Box 99, St. Johnsbury, VT 05819

8 South Park St., P.O. Box 191, Lebanon, NH 03766

199 Main Street, Burlington, VT 05401

52 State Street, Montpelier, VT 05601

28 Vernon Street, Brattleboro, VT 05301

2. Date of original retention:

1/24/1997

3. Brief description of legal services to be provided:

¹ All amounts are either owing in U.S. Dollars or have been converted to U.S. Dollars based upon the applicable exchange rate in effect on the Petition Date.

Creditor's Rights

4. Arrangements for compensation (hourly, contingent, etc.)
- (a) Average hourly rate: \$285.00
- (b) Estimated average monthly compensation (based on prepetition retention if firm was employed prepetition):
\$10,000
5. Prepetition claims against any of the Debtors held by the firm:
- Amount of claim: \$4,010.50
- Date claim arose: 7/26/11 – 5/4/12
- Source of claim: Prepetition Services
6. Prepetition claims against any of the Debtors held individually by any member, associate, or professional employee of the firm:
- Name: N/A
- Status: _____
- Amount of Claim: _____
- Date claim arose: _____
- Source of Claim: _____
- _____
- _____
- _____
7. Stock of any of the Debtors currently held by the firm:
- Kind of shares: _____
- No. of shares: _____
8. Stock of any of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: _____

Status: _____

Kind of shares: _____

No. of shares: _____

9. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

I am not aware of any such adverse interest based upon our conflicts check

system.

Name: Katherine M. Strickland

Title: Of Counsel,
Downs Rachlin Martin PLLC

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